

Notes to Financial Statement

13. Capital and Surplus, Shareholder's Dividend Restrictions and Quasi-Reorganizations.

- (1) The Company has 1000 shares of common stock authorized and 1000 shares outstanding.
 (2) The Company has no preferred stock outstanding.

14. Contingencies

None

15. Leases

The Company leases office space under 2 operating lease agreements; one of the leases expires August 1, 2013 and the other expires April 30, 2010. Rental expense as of December 31, 2007 was approximately \$523,689. At December 31, 2007, the minimum aggregate rental commitments are as follows:

2008:	\$1,160,346
2009:	\$1,205,227
2010:	\$ 842,568
2011:	\$ 606,838
2012:	\$ 682,166

16. Information about Financial Instruments with Off-Balance Sheet Risk and Financial with Concentrations of Credit Risk.

None

17. Sale, Transfer and Servicing of Financial Assets and Extinguishments of Liabilities

None

18. Gain or Loss to the Reporting Entity from Uninsured A&H Plans and the Uninsured Portion of Partially Insured Plans.

- A. The Company has Administrative Services Only (ASO) operations in the West Tennessee Grand Region and in the Middle Tennessee Grand Region. In 2007, the ASO's operations were as followed:

	ASO Uninsured Plan	Uninsured Portion of Partially Insured Plan	Total ASO
a. Net reimbursement for Administrative Expenses (including Administrative Fees) in excess of Actual Expenses	\$ 934,536	\$ 0	\$ 934,536
b. Total Net Other Income or Expenses (Including Interest paid or received from plan	\$ 220	\$ 0	\$ 220
c. Net Gain or Loss from Operations	\$ 934,756	\$ 0	\$ 0
d. Total Claim Payment Volume	\$ 43,388,390	\$ 0	\$ 43,388,390

19. Direct Premium Written/Produced by Managing General Agents/Third Party Administrators.

None

20. Other Items

None

21. Events Subsequent

None.

22. Reinsurance

A new contract was signed with the ING Reinsurance, a division of ReliaStar Life Insurance Company, effective July 1, 2007, with the attachment points per Medicaid being of 1,000,000 per member. The Company during this reporting period had no Unsecured Reinsurance Recoverable, Reinsurance Recoverable in Dispute, Uncollectible Reinsurance, and Commutation of Reinsurance or Retroactive Reinsurance.

Notes to Financial Statement

23. Retrospectively Rated Contracts and Contracts Subject to Redetermination

None

24. Change in Incurred Claims and Claim Adjustment Expenses

The changes to reserves for incurred claims and claim adjustment expenses result from re-estimation and are reflected in the period determined.

25. Intercompany Pooling Arrangements

None

26. Structured Settlements

None

27. Health Care Receivables

Health Care Receivables consist of provider advances and provider overpayments on paid claims, administrative services, and ASO claims payment receivable from the state of Tennessee.

28. Participating Policies

None

29. Premium Deficiency Reserves.

None

30. Salvage and Subrogation

None

SUMMARY INVESTMENT SCHEDULE

Investment Categories	Gross Investment Holdings		Admitted Assets as Reported in the Annual Statement	
	1 Amount	2 Percentage	3 Amount	4 Percentage
1. Bonds:				
1.1 U.S. treasury securities	24,095,124	25.388	24,095,124	25.388
1.2 U.S. government agency obligations (excluding mortgage-backed securities):				
1.21 Issued by U.S. government agencies				
1.22 Issued by U.S. government sponsored agencies				
1.3 Foreign government (including Canada, excluding mortgage-backed securities)				
1.4 Securities issued by states, territories, and possessions and political subdivisions in the U.S.:				
1.41 States, territories and possessions general obligations				
1.42 Political subdivisions of states, territories and possessions and political subdivisions general obligations				
1.43 Revenue and assessment obligations				
1.44 Industrial development and similar obligations				
1.5 Mortgage-backed securities (includes residential and commercial MBS):				
1.51 Pass-through securities:				
1.511 Issued or Guaranteed by GNMA				
1.512 Issued or Guaranteed by FNMA and FHLMC				
1.513 All other				
1.52 CMOs and REMICs:				
1.521 Issued or guaranteed by GNMA, FNMA, FHLMC or VA				
1.522 Issued by non-U.S. Government issuers and collateralized by mortgage-backed securities issued or guaranteed by agencies shown in Line 1.521				
1.523 All other				
2. Other debt and other fixed income securities (excluding short term):				
2.1 Unaffiliated domestic securities (includes credit tenant loans rated by the SVO)				
2.2 Unaffiliated foreign securities				
2.3 Affiliated securities				
3. Equity interests:				
3.1 Investments in mutual funds				
3.2 Preferred stocks:				
3.21 Affiliated				
3.22 Unaffiliated				
3.3 Publicly traded equity securities (excluding preferred stocks):				
3.31 Affiliated				
3.32 Unaffiliated				
3.4 Other equity securities:				
3.41 Affiliated				
3.42 Unaffiliated				
3.5 Other equity interests including tangible personal property under lease:				
3.51 Affiliated				
3.52 Unaffiliated				
4. Mortgage loans:				
4.1 Construction and land development				
4.2 Agricultural				
4.3 Single family residential properties				
4.4 Multifamily residential properties				
4.5 Commercial loans				
4.6 Mezzanine real estate loans				
5. Real estate investments:				
5.1 Property occupied by company				
5.2 Property held for production of income (including \$.....0 of property acquired in satisfaction of debt)				
5.3 Property held for sale (including \$.....0 property acquired in satisfaction of debt)				
6. Contract loans				
7. Receivables for securities				
8. Cash, cash equivalents and short-term investments	70,813,926	74.612	70,813,926	74.612
9. Other invested assets				
10. Total invested assets	94,909,050	100.000	94,909,050	100.000

GENERAL INTERROGATORIES

PART 1 - COMMON INTERROGATORIES

GENERAL

- 1.1 Is the reporting entity a member of an Insurance Holding Company System consisting of two or more affiliated persons, one or more of which is an insurer? Yes[X] No[]
- 1.2 If yes, did the reporting entity register and file with its domiciliary State Insurance Commissioner, Director or Superintendent or with such regulatory official of the state of domicile of the principal insurer in the Holding Company System, a registration statement providing disclosure substantially similar to the standards adopted by the National Association of Insurance Commissioners (NAIC) in its Model Insurance Holding Company System Regulatory Act and model regulations pertaining thereto, or is the reporting entity subject to standards and disclosure requirements substantially similar to those required by such Act and regulations? Yes[X] No[] N/A[]
- 1.3 State Regulating? Tennessee
- 2.1 Has any change been made during the year of this statement in the charter, by-laws, articles of incorporation, or deed of settlement of the reporting entity? Yes[] No[X]
- 2.2 If yes, date of change:
- 3.1 State as of what date the latest financial examination of the reporting entity was made or is being made.
- 3.2 State the as of date that the latest financial examination report became available from either the state of domicile or the reporting entity. This date should be the date of the examined balance sheet and not the date the report was completed or released.
- 3.3 State as of what date the latest financial examination report became available to other states or the public from either the state of domicile or the reporting entity. This is the release date or completion date of the examination report and not the date of the examination (balance sheet date).
- 3.4 By what department or departments?
- 4.1 During the period covered by this statement, did any agent, broker, sales representative, non-affiliated sales/service organization or any combination thereof under common control (other than salaried employees of the reporting entity) receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:
- 4.11 sales of new business? Yes[] No[X]
- 4.12 renewals? Yes[] No[X]
- 4.2 During the period covered by this statement, did any sales/service organization owned in whole or in part by the reporting entity or an affiliate, receive credit or commissions for or control a substantial part (more than 20 percent of any major line of business measured on direct premiums) of:
- 4.21 sales of new business? Yes[] No[X]
- 4.22 renewals? Yes[] No[X]
- 5.1 Has the reporting entity been a party to a merger or consolidation during the period covered by this statement? Yes[] No[X]
- 5.2 If yes, provide the name of the entity, NAIC company code, and state of domicile (use two letter state abbreviation) for any entity that has ceased to exist as a result of the merger or consolidation.

1 Name of Entity	2 NAIC Company Code	3 State of Domicile
.....

- 6.1 Has the reporting entity had any Certificates of Authority, licenses or registrations (including corporate registration, if applicable) suspended or revoked by any governmental entity during the reporting period? Yes[] No[X]
- 6.2 If yes, give full information:
- 7.1 Does any foreign (non-United States) person or entity directly or indirectly control 10% or more of the reporting entity? Yes[] No[X]
- 7.2 If yes, 0.000%
- 7.21 State the percentage of foreign control
- 7.22 State the nationality(s) of the foreign person(s) or entity(s); or if the entity is a mutual or reciprocal, the nationality of its manager or attorney-in-fact and identify the type of entity(s) (e.g., individual, corporation, government, manager or attorney-in-fact)

1 Nationality	2 Type of Entity
.....

- 8.1 Is the company a subsidiary of a bank holding company regulated by the Federal Reserve Board? Yes[] No[X]
- 8.2 If response to 8.1 is yes, please identify the name of the bank holding company.
- 8.3 Is the company affiliated with one or more banks, thrifts or securities firms? Yes[] No[X]
- 8.4 If response to 8.3 is yes, please provide the names and location (city and state of the main office) of any affiliates regulated by a federal financial regulatory services agency [i.e., the Federal Reserve Board (FRB), the Office of the Comptroller of the Currency (OCC), the Office of Thrift Supervision (OTS), the Federal Deposit Insurance Corporation (FDIC) and the Securities Exchange Commission (SEC) and identify the affiliate's primary federal regulator.

1 Affiliate Name	2 Location (City, State)	3 FRB	4 OCC	5 OTS	6 FDIC	7 SEC
.....	Yes[] No[X]				

9. What is the name and address of the independent certified public accountant or accounting firm retained to conduct the annual audit?
KPMG 2100 Dominion Towers / 999 Waterside Dr. Norfolk, Virginia 23510
10. What is the name, address and affiliation (officer/employee of the reporting entity or actuary/consultant associated with an actuarial consulting firm) of the individual providing the statement of actuarial opinion/certification?
Reden & Anders LTD., 1200 17th Street Suite 750, Denver, CO 80202
- 11.1 Does the reporting entity own any securities of a real estate holding company or otherwise hold real estate indirectly? Yes[] No[X]
- 11.11 Name of real estate holding company
- 11.12 Number of parcels involved
- 11.13 Total book/adjusted carrying value \$ 0
- 11.2 If yes, provide explanation 0
12. FOR UNITED STATES BRANCHES OF ALIEN REPORTING ENTITIES ONLY:
- 12.1 What changes have been made during the year in the United States manager or the United States trustees of the reporting entity?
- 12.2 Does this statement contain all business transacted for the reporting entity through its United States Branch on risks wherever located? Yes[] No[] N/A[X]
- 12.3 Have there been any changes made to any of the trust indentures during the year? Yes[] No[] N/A[X]
- 12.4 If answer to (12.3) is yes, has the domiciliary or entry state approved the changes? Yes[] No[] N/A[X]
- 13.1 Are the senior officers (principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions) of the reporting entity subject to a code of ethics, which includes the following standards? Yes[X] No[]

GENERAL INTERROGATORIES (Continued)

- a. Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
 - b. Full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the reporting entity;
 - c. Compliance with applicable governmental laws, rules and regulations;
 - d. The prompt internal reporting of violations to an appropriate person or persons identified in the code; and
 - e. Accountability for adherence to the code.
- 13.11 If the response to 13.1 is No, please explain: Yes [] No [X]
- 13.2 Has the code of ethics for senior managers been amended? Yes [] No [X]
- 13.21 If the response to 13.2 is Yes, provide information related to amendment(s).
- 13.3 Have any provisions of the code of ethics been waived for any of the specified officers? Yes [] No [X]
- 13.31 If the response to 13.3 is Yes, provide the nature of any waiver(s).

BOARD OF DIRECTORS

14. Is the purchase or sale of all investments of the reporting entity passed upon either by the Board of Directors or a subordinate committee thereof? Yes [X] No []
15. Does the reporting entity keep a complete permanent record of the proceedings of its Board of Directors and all subordinate committees thereof? Yes [X] No []
16. Has the reporting entity an established procedure for disclosure to its board of directors or trustees of any material interest or affiliation on the part of any of its officers, directors, trustees or responsible employees that is in conflict or is likely to conflict with the official duties of such person? Yes [X] No []

FINANCIAL

17. Has this statement been prepared using a basis of accounting other than Statutory Accounting Principles (e.g., Generally Accepted Accounting Principles)? Yes [] No [X]
- 18.1 Total amount loaned during the year (inclusive of Separate Accounts, exclusive of policy loans):
- 18.11 To directors or other officers \$ 0
 - 18.12 To stockholders not officers \$ 0
 - 18.13 Trustees, supreme or grand (Fraternal only) \$ 0
- 18.2 Total amount of loans outstanding at end of year (inclusive of Separate Accounts, exclusive of policy loans):
- 18.21 To directors or other officers \$ 0
 - 18.22 To stockholders not officers \$ 0
 - 18.23 Trustees, supreme or grand (Fraternal only) \$ 0
- 19.1 Were any assets reported in this statement subject to a contractual obligation to transfer to another party without the liability for such obligation being reported in the statement? Yes [] No [X]
- 19.2 If yes, state the amount thereof at December 31 of the current year:
- 19.21 Rented from others \$ 0
 - 19.22 Borrowed from others \$ 0
 - 19.23 Leased from others \$ 0
 - 19.24 Other \$ 0
- 20.1 Does this statement include payments for assessments as described in the Annual Statement Instructions other than guaranty fund or guaranty association assessments? Yes [] No [X]
- 20.2 If answer is yes:
- 20.21 Amount paid as losses or risk adjustment \$ 0
 - 20.22 Amount paid as expenses \$ 0
 - 20.23 Other amounts paid \$ 0
- 21.1 Does the reporting entity report any amounts due from parent, subsidiaries or affiliates on Page 2 of this statement? Yes [] No [X]
- 21.2 If yes, indicate any amounts receivable from parent included in the Page 2 amount: \$ 0

INVESTMENT

- 22.1 Were all the stocks, bonds and other securities owned December 31 of current year, over which the reporting entity has exclusive control, in the actual possession of the reporting entity on said date? Yes [X] No []
- 22.2 If no, give full and complete information, relating thereto:
- 23.1 Were any of the stocks, bonds or other assets of the reporting entity owned at December 31 of the current year not exclusively under the control of the reporting entity, or has the reporting entity sold or transferred any assets subject to a put option contract that is currently in force? (Exclude securities subject to Interrogatory 19.1). Yes [] No [X]
- 23.2 If yes, state the amount thereof at December 31 of the current year:
- 23.21 Loaned to others \$ 0
 - 23.22 Subject to repurchase agreements \$ 0
 - 23.23 Subject to reverse repurchase agreements \$ 0
 - 23.24 Subject to dollar repurchase agreements \$ 0
 - 23.25 Subject to reverse dollar repurchase agreements \$ 0
 - 23.26 Pledged as collateral \$ 0
 - 23.27 Placed under option agreements \$ 0
 - 23.28 Letter stock or securities restricted as to sale \$ 0
 - 23.29 On deposit with state or other regulatory body \$ 0
 - 23.291 Other \$ 0
- 23.3 For category (23.28) provide the following:

1 Nature of Restriction	2 Description	3 Amount

- 24.1 Does the reporting entity have any hedging transactions reported on Schedule DB? Yes [] No [X]
- 24.2 If yes, has a comprehensive description of the hedging program been made available to the domiciliary state? Yes [] No [] N/A [X]
If no, attach a description with this statement.
- 25.1 Were any preferred stocks or bonds owned as of December 31 of the current year mandatorily convertible into equity, or, at the option of the issuer, convertible into equity? Yes [] No [X]
- 25.2 If yes, state the amount thereof at December 31 of the current year. \$ 0
26. Excluding items in Schedule E, real estate, mortgage loans and investments held physically in the reporting entity's offices, vaults or safety deposit boxes, were all stocks, bonds and other securities, owned throughout the current year held pursuant to a custodial agreement with a qualified bank or trust company in accordance with Section 3, III Conducting Examinations, G - Custodial or Safekeeping agreements of the NAIC Financial Condition Examiners Handbook? Yes [X] No []
- 26.01 For agreements that comply with the requirements of the NAIC Financial Condition Examiners Handbook, complete the following:

GENERAL INTERROGATORIES (Continued)

1 Name of Custodian(s)	2 Custodian's Address
U.S. Bank	EX DC-WNWW, 1025 Connecticut Avenue, Suite 517, Washington, DC 20036

26.02 For all agreements that do not comply with the requirements of the NAIC Financial Condition Examiners Handbook, provide the name, location and a complete explanation:

1 Name(s)	2 Location(s)	3 Complete Explanation(s)
.....

26.03 Have there been any changes, including name changes, in the custodian(s) identified in 26.01 during the current year? Yes[] No[X]

26.04 If yes, give full and complete information relating thereto:

1 Old Custodian	2 New Custodian	3 Date of Change	4 Reason
.....

26.05 Identify all investment advisers, brokers/dealers or individuals acting on behalf of broker/dealers that have access to the investment accounts, handle securities and have authority to make investments on behalf of the reporting entity:

1 Central Registration Depository Number(s)	2 Name	3 Address
.....

27.1 Does the reporting entity have any diversified mutual funds reported in Schedule D, Part 2 (diversified according to the Securities and Exchange Commission (SEC) in the Investment Company Act of 1940 [Section 5 (b)(1)])? Yes[] No[X]

27.2 If yes, complete the following schedule:

1 CUSIP #	2 Name of Mutual Fund	3 Book/Adjusted Carrying Value
27.2999 Total

27.3 For each mutual fund listed in the table above, complete the following schedule:

1 Name of Mutual Fund (from above table)	2 Name of Significant Holding of the Mutual Fund	3 Amount of Mutual Fund's Book/Adjusted Carrying Value Attributable to the Holding	4 Date of Valuation
.....

28. Provide the following information for all short term and long term bonds and all preferred stocks. Do not substitute amortized value or statement value for fair value.

	1 Statement (Admitted) Value	2 Fair Value	3 Excess of Statement over Fair Value (-), or Fair Value over Statement (+)
28.1 Bonds	89,965,117	90,072,939	107,822
28.2 Preferred stocks
28.3 Totals	89,965,117	90,072,939	107,822

28.4 Describe the sources of methods utilized in determining the fair values
As stated on the monthly Brokers' statements.

29.1 Have all the filing requirements of the Purposes and Procedures Manual of the NAIC Securities Valuation Office been followed? Yes[X] No[]

29.2 If no, list exceptions:

OTHER

30.1 Amount of payments to Trade Associations, Service Organizations and Statistical or Rating Bureaus, if any? \$..... 19,045

30.2 List the name of the organization and the amount paid if any such payment represented 25% or more of the total payments to Trade Associations, Service Organizations and Statistical or Rating Bureaus during the period covered by this statement.

GENERAL INTERROGATORIES (Continued)

1 Name	2 Amount Paid
Nashville Health Care Council	10,000

- 31.1 Amount of payments for legal expenses, if any? \$ 69,659
- 31.2 List the name of the firm and the amount paid if any such payments represented 25% or more of the total payments for legal expenses during the period covered by this statement.

1 Name	2 Amount Paid
Waller Lansden Dortch & Davis, LLP	66,330

- 32.1 Amount of payments for expenditures in connection with matters before legislative bodies, officers or department of government, if any? \$ 0
- 32.2 List the name of firm and the amount paid if any such payment represented 25% or more of the total payment expenditures in connection with matters before legislative bodies officers or department of government during the period covered by this statement.

1 Name	2 Amount Paid
.....

GENERAL INTERROGATORIES (Continued)

PART 2 - HEALTH INTERROGATORIES

- 1.1 Does the reporting entity have any direct Medicare Supplement Insurance in force? Yes [] No[X]
- 1.2 If yes, indicate premium earned on U.S. business only: \$ 0
- 1.3 What portion of Item (1.2) is not reported on the Medicare Supplement Insurance Experience Exhibit? \$ 0
- 1.31 Reason for excluding:
- 1.4 Indicate amount of eamed premium attributable to Canadian and/or Other Alien not included in Item (1.2) above. \$ 0
- 1.5 Indicate total incurred claims on all Medicare Supplement insurance. \$ 0
- 1.6 Individual policies - Most current three years:
- 1.61 Total premium earned \$ 0
- 1.62 Total incurred claims \$ 0
- 1.63 Number of covered lives 0
- All years prior to most current three years:
- 1.64 Total premium earned \$ 0
- 1.65 Total incurred claims \$ 0
- 1.66 Number of covered lives 0
- 1.7 Group policies - Most current three years:
- 1.71 Total premium earned \$ 0
- 1.72 Total incurred claims \$ 0
- 1.73 Number of covered lives 0
- All years prior to most current three years:
- 1.74 Total premium earned \$ 0
- 1.75 Total incurred claims \$ 0
- 1.76 Number of covered lives 0

2. Health Test

	1 Current Year	2 Prior Year
2.1 Premium Numerator	382,864,891
2.2 Premium Denominator	382,864,891
2.3 Premium Ratio (2.1 / 2.2)	1.000
2.4 Reserve Numerator	72,252,049
2.5 Reserve Denominator	72,252,049
2.6 Reserve Ratio (2.4 / 2.5)	1.000

- 3.1 Has the reporting entity received any endowment or gift from contracting hospitals, physicians, dentists, or others that is agreed will be returned when, as and if the earnings of the reporting entity permits? Yes [] No[X]
- 3.2 If yes, give particulars:
- 4.1 Have copies of all agreements stating the period and nature of hospitals', physicians', and dentists' care offered to subscribers and dependents been filed with the appropriate regulatory agency? Yes[X] No []
- 4.2 If not previously filed furnish herewith a copy(ies) of such agreement(s). Do these agreements include additional benefits offered? Yes [] No[X]
- 5.1 Does the reporting entity have stop-loss reinsurance? Yes[X] No []
- 5.2 If no, explain:
- 5.3 Maximum retained risk (see instructions):
- 5.31 Comprehensive Medical \$ 750,000
- 5.32 Medical Only \$ 0
- 5.33 Medicare Supplement \$ 0
- 5.34 Dental \$ 0
- 5.35 Other Limited Benefit Plan \$ 0
- 5.36 Other \$ 0
- 6. Describe arrangement which the reporting entity may have to protect subscribers and their dependents against the risk of insolvency including hold harmless provisions, conversion privileges with other carriers, agreements with providers to continue rendering services, and any other agreements:
AMERIGROUP Tennessee, Inc. has an insolvency continuation and coversion provision with ING Reinsurance in the event of insolvency.
- 7.1 Does the reporting entity set up its claim liability for provider services on a service date base? Yes[X] No []
- 7.2 If no, give details:
- 8. Provide the following information regarding participating providers:
- 8.1 Number of providers at start of reporting year 0
- 8.2 Number of providers at end of reporting year 5,552
- 9.1 Does the reporting entity have business subject to premium rate guarantees? Yes [] No[X]
- 9.2 If yes, direct premium earned:
- 9.21 Business with rate guarantees between 15-36 months 0
- 9.22 Business with rate guarantees over 36 months 0
- 10.1 Does the reporting entity have Incentive Pool, Withhold or Bonus Arrangements in its provider contracts? Yes [] No[X]
- 10.2 If yes:
- 10.21 Maximum amount payable bonuses \$ 0
- 10.22 Amount actually paid for year bonuses \$ 0
- 10.23 Maximum amount payable withholds \$ 0
- 10.24 Amount actually paid for year withholds \$ 0
- 11.1 Is the reporting entity organized as:
- 11.12 A Medical Group/Staff Model, Yes [] No[X]
- 11.13 An Individual Practice Association (IPA), or, Yes [] No[X]
- 11.14 A Mixed Model (combination of above)? Yes [] No[X]
- 11.2 Is the reporting entity subject to Minimum Net Worth Requirements? Yes[X] No []
- 11.3 If yes, show the name of the state requiring such net worth.
Tennessee
- 11.4 If yes, show the amount required. \$ 15,656,844
- 11.5 Is this amount included as part of a contingency reserve in stockholder's equity? Yes [] No[X]
- 11.6 If the amount is calculated, show the calculation.
4% of the first \$150,000,000 of annualized revenue, plus 1.5% above \$150,000,000 based upon weighted average capitation rates proposed by contractor, plus priority add-on capitation times the number of enrollees assigned as of 12/01/06.
- 12. List service areas in which the reporting entity is licensed to operate:

1 Name of Service Area
Grand Region Middle
Grand Region West

FIVE-YEAR HISTORICAL DATA

	1 2007	2 2006	3 2005	4 2004	5 2003
BALANCE SHEET (Pages 2 and 3)					
1. Total admitted assets (Page 2, Line 26)	107,602,809				
2. Total liabilities (Page 3, Line 22)	83,541,695	261,411			
3. Statutory surplus	15,656,844				
4. Total capital and surplus (Page 3, Line 31)	24,061,114	(261,411)			
INCOME STATEMENT (Page 4)					
5. Total revenues (Line 8)	382,864,891				
6. Total medical and hospital expenses (Line 18)	360,775,300				
7. Claims adjustment expenses (Line 20)	10,471,572				
8. Total administrative expenses (Line 21)	41,393,542	261,411			
9. Net underwriting gain (loss) (Line 24)	(29,775,523)	(261,411)			
10. Net investment gain (loss) (Line 27)	3,133,971				
11. Total other income (Lines 28 plus 29)					
12. Net income or (loss) (Line 32)	(26,641,552)	(261,411)			
Cash Flow (Page 6)					
13. Net cash from operations (Line 11)	38,828,765				
RISK-BASED CAPITAL ANALYSIS					
14. Total adjusted capital	24,061,114				
15. Authorized control level risk-based capital	16,643,989				
ENROLLMENT (Exhibit 1)					
16. Total members at end of period (Column 5, Line 7)	186,629				
17. Total members months (Column 6, Line 7)	1,642,504				
OPERATING PERCENTAGE (Page 4)					
(Item divided by Page 4, sum of Lines 2, 3 and 5) x 100.0					
18. Premiums earned plus risk revenue (Line 2 plus Lines 3 and 5)	100.0	100.0	100.0	100.0	100.0
19. Total hospital and medical plus other non-health (Lines 18 plus Line 19)	94.2				
20. Cost containment expenses	2.3				X X X
21. Other claims adjustment expenses	0.5				
22. Total underwriting deductions (Line 23)	107.8				
23. Total underwriting gain (loss) (Line 24)	(8)				
UNPAID CLAIMS ANALYSIS					
(U&I Exhibit, Part 2B)					
24. Total claims incurred for prior years (Line 13, Column 5)					
25. Estimated liability of unpaid claims-[prior year (Line 13, Column 6)]					
INVESTMENTS IN PARENT, SUBSIDIARIES AND AFFILIATES					
26. Affiliated bonds (Sch. D Summary, Line 25, Column 1)					
27. Affiliated preferred stocks (Sch. D Summary, Line 39, Column 1)					
28. Affiliated common stocks (Sch. D Summary, Line 53, Column 1)					
29. Affiliated short-term investments (subtotal included in Sch. DA, Part 2, Column 5, Line 7)					
30. Affiliated mortgage loans on real estate					
31. All other affiliated					
32. Total of above Lines 26 to 31					



12941200743043105

2007

Document Code: 430

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION: AMERIGROUP Tennessee, Inc. 2. LOCATION:

BUSINESS IN THE STATE OF TENNESSEE DURING THE YEAR

NAIC Group Code 1156

NAIC Company Code 12941

	1		2		3	4	5	6	7	8	9	10
	Total	Individual	Group	Comprehensive (Hospital & Medical)								
Total Members at end of:												
1. Prior Year												
2. First Quarter	182,201										182,201	
3. Second Quarter	185,365										185,365	
4. Third Quarter	186,629										186,629	
5. Current Year												
6. Current Year Member Months	1,642,504										1,642,504	
Total Member Ambulatory Encounters for Year:												
7. Physician	720,117										720,117	
8. Non-Physician	587,070										587,070	
9. Total	1,307,187										1,307,187	
10. Hospital Patient Days Incurred	102,400										102,400	
11. Number of Inpatient Admissions	14,567										14,567	
12. Health Premiums Written (b)	382,864,891										382,864,891	
13. Life Premiums Direct												
14. Property/Casualty Premiums Written												
15. Health Premiums Earned	382,864,891										382,864,891	
16. Property/Casualty Premiums Earned												
17. Amount Paid for Provision of Health Care Services	287,663,610										287,663,610	
18. Amount Incurred for Provision of Health Care Services	359,627,547										359,627,547	

(a) For health business: number of persons insured under PPO managed care products0 and number of persons insured under indemnity only products0.

(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$0



2007

12941200743058105

Document Code: 430

EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION: AMERIGROUP Tennessee, Inc. 2. LOCATION:

BUSINESS IN THE STATE OF GRAND TOTAL DURING THE YEAR

NAIC Group Code 1156

NAIC Company Code 12941

	1			2			3			4	5	6	7	8	9	10
	Total	Individual	Group	Comprehensive (Hospital & Medical)	Individual	Group	Medicare Supplement	Vision Only	Dental Only							
Total Members at end of:																
1. Prior Year																
2. First Quarter																
3. Second Quarter	182,201													182,201		
4. Third Quarter	185,365													185,365		
5. Current Year	186,629													186,629		
6. Current Year Member Months	1,642,504													1,642,504		
Total Member Ambulatory Encounters for Year:																
7. Physician	720,117													720,117		
8. Non-Physician	587,070													587,070		
9. Total	1,307,187													1,307,187		
10. Hospital Patient Days Incurred	102,400													102,400		
11. Number of Inpatient Admissions	14,567													14,567		
12. Health Premiums Written (b)	382,864,891													382,864,891		
13. Life Premiums Direct																
14. Property/Casualty Premiums Written																
15. Health Premiums Earned	382,864,891													382,864,891		
16. Property/Casualty Premiums Earned																
17. Amount Paid for Provision of Health Care Services	287,663,610													287,663,610		
18. Amount Incurred for Provision of Health Care Services	359,627,547													359,627,547		

(a) For health business: number of persons insured under PPO managed care products0 and number of persons insured under indemnity only products0.

(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$.0

SCHEDULE A - VERIFICATION BETWEEN YEARS

Real Estate

1.	Book/adjusted carrying value, December 31, prior year	
2.	Increase (decrease) by adjustment:	
2.1	Totals, Part 1, Column 11	
2.2	Totals, Part 3, Column 8	
3.	Cost of acquired, (Totals, Part 2, Column 6, net of encumbrances (Column 7) and net of additions and permanent improvements (Column 9))	
4.	Cost of additions and permanent improvements:	
4.1	Totals, Part 1, Column 14	
4.2	Totals, Part 3, Column 10	
5.	Total profit (loss) on sales, Part 3, Column 15	NONE
6.	Increase (decrease) by foreign exchange adjustment	
6.1	Totals, Part 1, Column 12	
6.2	Totals, Part 3, Column 9	
7.	Amounts received on sales, Part 3, Column 12 and Part 1, Column 13	
8.	Book/adjusted carrying value at the end of current period	
9.	Total valuation allowance	
10.	Subtotal (Lines 8 plus 9)	
11.	Total nonadmitted amounts	
12.	Statement value, current period (Page 2, real estate lines, Net Admitted Assets column)	

SCHEDULE B - VERIFICATION BETWEEN YEARS

Mortgage Loans

1.	Book value/recorded investment excluding accrued interest on mortgages owned, December 31 of prior year	
2.	Amount loaned during year:	
2.1	Actual cost at time of acquisitions	
2.2	Additional investment made after acquisitions	
3.	Accrual of discount and mortgage interest points and commitment fees	
4.	Increase (decrease) by adjustment	
5.	Total profit (loss) on sale	
6.	Amounts paid on account or in full during the year	NONE
7.	Amortization of premium	
8.	Increase (decrease) by foreign exchange adjustment	
9.	Book value/recorded investment excluding accrued interest on mortgages owned at end of current period	
10.	Total valuation allowance	
11.	Subtotal (Lines 9 plus 10)	
12.	Total nonadmitted amounts	
13.	Statement value of mortgages owned at end of current period (Page 2, mortgage lines, Net Admitted Assets column)	

SCHEDULE BA - VERIFICATION BETWEEN YEARS

Long-Term Invested Assets

1.	Book/adjusted carrying value of long-term invested assets owned, December 31 of prior year	
2.	Cost of acquisitions during year:	
2.1	Actual cost at time of acquisitions	
2.2	Additional investment made after acquisitions	
3.	Accrual of discount	
4.	Increase (decrease) by adjustment	
5.	Total profit (loss) on sale	
6.	Amounts paid on account or in full during the year	NONE
7.	Amortization of premium	
8.	Increase (decrease) by foreign exchange adjustment	
9.	Book/adjusted carrying value of long-term invested assets at end of current period	
10.	Total valuation allowance	
11.	Subtotal (Lines 9 plus 10)	
12.	Total nonadmitted amounts	
13.	Statement value of long-term invested assets at end of current period (Page 2, Line 7, Column 3)	

SCHEDULE D - SUMMARY BY COUNTRY

Long-Term Bonds and Stocks OWNED December 31 of Current Year

Description		1 Book/Adjusted Carrying Value	2 Fair Value	3 Actual Cost	4 Par Value of Bonds
BONDS					
Governments (Including all obligations guaranteed by governments)	1. United States	24,095,124	24,195,563	24,093,260	24,100,000
	2. Canada				
	3. Other Countries				
	4. Totals	24,095,124	24,195,563	24,093,260	24,100,000
States, Territories and Possessions (Direct and Guaranteed)	5. United States				
	6. Canada				
	7. Other Countries				
	8. Totals				
Political Subdivisions of States, Territories and Possessions (Direct and Guaranteed)	9. United States				
	10. Canada				
	11. Other Countries				
	12. Totals				
Special revenue and special assessment obligations and all non-guaranteed obligations of agencies and authorities of governments and their political subdivisions	13. United States				
	14. Canada				
	15. Other Countries				
	16. Totals				
Public Utilities (unaffiliated)	17. United States				
	18. Canada				
	19. Other Countries				
	20. Totals				
Industrial and Miscellaneous and Credit Tenant Loans (unaffiliated)	21. United States				
	22. Canada				
	23. Other Countries				
	24. Totals				
Parent, Subsidiaries and Affiliates	25. Totals				
		26. Total Bonds	24,095,124	24,195,563	24,093,260
PREFERRED STOCKS					
Public Utilities (unaffiliated)	27. United States				
	28. Canada				
	29. Other Countries				
	30. Totals				
Banks, Trust and Insurance Companies (unaffiliated)	31. United States				
	32. Canada				
	33. Other Countries				
	34. Totals				
Industrial and Miscellaneous (unaffiliated)	35. United States				
	36. Canada				
	37. Other Countries				
	38. Totals				
Parent, Subsidiaries and Affiliates	39. Totals				
		40. Total Preferred Stocks			
COMMON STOCKS					
Public Utilities (unaffiliated)	41. United States				
	42. Canada				
	43. Other Countries				
	44. Totals				
Banks, Trust and Insurance Companies (unaffiliated)	45. United States				
	46. Canada				
	47. Other Countries				
	48. Totals				
Industrial and Miscellaneous (unaffiliated)	49. United States				
	50. Canada				
	51. Other Countries				
	52. Totals				
Parent, Subsidiaries and Affiliates	53. Totals				
		54. Total Common Stocks			
		55. Total Stocks			
		56. Total Bonds and Stocks	24,095,124	24,195,563	24,093,260

SCHEDULE D - Verification Between Years

Bonds and Stocks

1. Book/adjusted carrying value of bonds and stocks, prior year		7. Amortization of premium	
2. Cost of bonds and stocks acquired, Column 7, Part 3	35,068,872	8. Foreign Exchange Adjustment:	
3. Accrual of discount	7,296	8.1 Column 15, Part 1	
4. Increase (decrease) by adjustment:		8.2 Column 19, Part 2, Section 1	
4.1 Columns 12 - 14, Part 1		8.3 Column 16, Part 2, Section 2	
4.2 Column 15 - 17, Part 2, Section 1		8.4 Column 15, Part 4	
4.3 Column 15, Part 2, Section 2			
4.4 Column 11 - 13, Part 4		9. Book/adjusted carrying value at end of current period	24,095,124
5. Total gain (loss), Column 19, Part 4	18,956	10. Total valuation allowance	
6. Deduct consideration for bonds and stocks disposed of		11. Subtotal (Lines 9 plus 10)	24,095,124
Column 7, Part 4	11,000,000	12. Total nonadmitted assets	
		13. Statement value of bonds and stocks, current period	24,095,124

SCHEDULE D - PART 1A - SECTION 1

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

	1	2	3	4	5	6	7	8	9	10	11
	1 Year or Less	Over 1 Year Through 5 Years	Over 5 Years Through 10 Years	Over 10 Years Through 20 Years	Over 20 Years	Total Current Year	Column 6 as a % of Line 10.7	Total From Column 6 Prior Year	% From Column 7 Prior Year	Total Publicly Traded	Total Privately Placed (a)
1. U.S. Governments, Schedules D & DA (Group 1)						89,965,117	100.00			89,965,117	
1.1 Class 1	70,368,443	19,596,674									
1.2 Class 2											
1.3 Class 3											
1.4 Class 4											
1.5 Class 5											
1.6 Class 6											
1.7 TOTALS	70,368,443	19,596,674				89,965,117	100.00			89,965,117	
2. All Other Governments, Schedules D & DA (Group 2)											
2.1 Class 1											
2.2 Class 2											
2.3 Class 3											
2.4 Class 4											
2.5 Class 5											
2.6 Class 6											
2.7 TOTALS											
3. States, Territories and Possessions etc., Guaranteed, Schedules D & DA (Group 3)											
3.1 Class 1											
3.2 Class 2											
3.3 Class 3											
3.4 Class 4											
3.5 Class 5											
3.6 Class 6											
3.7 TOTALS											
4. Political Subdivisions of States, Territories & Possessions, Guaranteed, Schedules D & DA (Group 4)											
4.1 Class 1											
4.2 Class 2											
4.3 Class 3											
4.4 Class 4											
4.5 Class 5											
4.6 Class 6											
4.7 TOTALS											
5. Special Revenue & Special Assessment Obligations etc., Non-Guaranteed, Schedules D & DA (Group 5)											
5.1 Class 1											
5.2 Class 2											
5.3 Class 3											
5.4 Class 4											
5.5 Class 5											
5.6 Class 6											
5.7 TOTALS											

SCHEDULE D - PART 1A - SECTION 1 (Continued)

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values by Major Types of Issues and NAIC Designations

Quality Rating Per the NAIC Designation	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed (a)
6. Public Utilities (Unaffiliated), Schedules D & DA (Group 6)											
6.1 Class 1											
6.2 Class 2											
6.3 Class 3											
6.4 Class 4											
6.5 Class 5											
6.6 Class 6											
6.7 TOTALS											
7. Industrial & Miscellaneous (Unaffiliated), Schedules D & DA (Group 7)											
7.1 Class 1											
7.2 Class 2											
7.3 Class 3											
7.4 Class 4											
7.5 Class 5											
7.6 Class 6											
7.7 TOTALS											
8. Credit Tenant Loans, Schedules D & DA (Group 8)											
8.1 Class 1											
8.2 Class 2											
8.3 Class 3											
8.4 Class 4											
8.5 Class 5											
8.6 Class 6											
8.7 TOTALS											
9. Parent, Subsidiaries and Affiliates, Schedules D & DA (Group 9)											
9.1 Class 1											
9.2 Class 2											
9.3 Class 3											
9.4 Class 4											
9.5 Class 5											
9.6 Class 6											
9.7 TOTALS											

NONE

SCHEDULE D - PART 1A - SECTION 1 (Continued)

Quality and Maturity Distribution of All Bonds Owned December 31, at Book/Adjusted Carrying Values By Major Types of Issues and NAIC Designations

	1	2	3	4	5	6	7	8	9	10	11
	1 Year or Less	Over 1 Year Through 5 Years	Over 5 Years Through 10 Years	Over 10 Years Through 20 Years	Over 20 Years	Total Current Year	Column 6 as a % of Line 10.7	Total From Column 6 Prior Year	% From Column 7 Prior Year	Total Publicly Traded	Total Privately Placed (a)
10. Total Bonds Current Year						89,965,117	100.00	XXX	XXX	89,965,117	
10.1 Class 1	70,368,443	19,596,674						XXX	XXX		
10.2 Class 2								XXX	XXX		
10.3 Class 3								XXX	XXX		
10.4 Class 4								XXX	XXX		
10.5 Class 5						(c)		XXX	XXX		
10.6 Class 6						(c)		XXX	XXX		
10.7 TOTALS	70,368,443	19,596,674				89,965,117	100.00	XXX	XXX	89,965,117	
10.8 Line 10.7 as a % of Column 6	78.22	21.78				100.00	XXX	XXX	XXX	100.00	
11. Total Bonds Prior Year						XXX	XXX				
11.1 Class 1						XXX	XXX				
11.2 Class 2						XXX	XXX				
11.3 Class 3						XXX	XXX				
11.4 Class 4						XXX	XXX				
11.5 Class 5						XXX	XXX	(c)			
11.6 Class 6						XXX	XXX	(c)			
11.7 TOTALS						XXX	XXX		XXX		
11.8 Line 11.7 as a % of Col. 8						XXX	XXX		XXX		
12. Total Publicly Traded Bonds						89,965,117	100.00			89,965,117	XXX
12.1 Class 1	70,368,443	19,596,674									XXX
12.2 Class 2											XXX
12.3 Class 3											XXX
12.4 Class 4											XXX
12.5 Class 5											XXX
12.6 Class 6											XXX
12.7 TOTALS	70,368,443	19,596,674				89,965,117	100.00			89,965,117	XXX
12.8 Line 12.7 as a % of Col. 6	78.22	21.78				100.00	XXX		XXX	100.00	XXX
12.9 Line 12.7 as a % of Line 10.7, Col. 6, Section 10	78.22	21.78				100.00	XXX		XXX	100.00	XXX
13. Total Privately Placed Bonds											XXX
13.1 Class 1										XXX	
13.2 Class 2										XXX	
13.3 Class 3										XXX	
13.4 Class 4										XXX	
13.5 Class 5										XXX	
13.6 Class 6										XXX	
13.7 TOTALS										XXX	
13.8 Line 13.7 as a % of Col. 6										XXX	
13.9 Line 13.7 as a % of Line 10.7, Col. 6, Section 10										XXX	

(a) Includes \$.....0 freely tradable under SEC Rule 144 or qualified for resale under SEC Rule 144A.

(b) Includes \$.....0 current year, \$.....0 prior year of bonds with Z designations and \$.....0 current year, \$.....0 prior year of bonds with Y designations.

(c) means the SVO could not evaluate the obligation because valuation procedures for the security class is under regulatory review.

(c) includes \$.....0 current year, \$.....0 prior year of bonds with 5* designations and \$.....0 current year, \$.....0 prior year of bonds with 6* designations. "6*" means the NAIC designation was assigned by the SVO due to inadequate certification of principal and interest payments.

SCHEDULE D - PART 1A - SECTION 2

Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values by Major Type and Subtype of Issues

	1	2	3	4	5	6	7	8	9	10	11
	1 Year or Less	Over 1 Year Through 5 Years	Over 5 Years Through 10 Years	Over 10 Years Through 20 Years	Over 20 Years	Total Current Year	Column 6 as a % of Line 10.7	Total From Column 6 Prior Year	% From Column 7 Prior Year	Total Publicly Traded	Total Privately Placed
Distribution by Type											
1. U.S. Governments, Schedules D & DA (Group 1)											
1.1 Issuer Obligations	70,368,443	19,596,674				89,965,117	100.00			89,965,117	
1.2 Single Class Mortgage-Backed/Asset-Backed Securities											
1.7 TOTALS	70,368,443	19,596,674				89,965,117	100.00			89,965,117	
2. All Other Governments, Schedules D & DA (Group 2)											
2.1 Issuer Obligations											
2.2 Single Class Mortgage-Backed/Asset-Backed Securities											
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
2.3 Defined											
2.4 Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
2.5 Defined											
2.6 Other											
2.7 TOTALS											
3. States, Territories and Possessions, Guaranteed, Schedules D & DA (Group 3)											
3.1 Issuer Obligations											
3.2 Single Class Mortgage-Backed/Asset-Backed Securities											
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
3.3 Defined											
3.4 Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
3.5 Defined											
3.6 Other											
3.7 TOTALS											
4. Political Subdivisions of States, Territories & Possessions, Guaranteed, Schedules D & DA (Group 4)											
4.1 Issuer Obligations											
4.2 Single Class Mortgage-Backed/Asset-Backed Securities											
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
4.3 Defined											
4.4 Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
4.5 Defined											
4.6 Other											
4.7 TOTALS											
5. Special Revenue & Special Assessment Obligations etc., Non-Guaranteed, SCH. D & DA (Group 5)											
5.1 Issuer Obligations											
5.2 Single Class Mortgage-Backed/Asset-Backed Securities											
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
5.3 Defined											
5.4 Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
5.5 Defined											
5.6 Other											
5.7 TOTALS											

SCHEDULE D - PART 1A - SECTION 2 (Continued)

Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values by Major Type and Subtype of Issues

	1 1 Year or Less	2 Over 1 Year Through 5 Years	3 Over 5 Years Through 10 Years	4 Over 10 Years Through 20 Years	5 Over 20 Years	6 Total Current Year	7 Column 6 as a % of Line 10.7	8 Total From Column 6 Prior Year	9 % From Column 7 Prior Year	10 Total Publicly Traded	11 Total Privately Placed
6. Public Utilities (Unaffiliated), Schedules D & DA (Group 6)											
6.1 Issuer Obligations											
6.2 Single Class Mortgage-Backed/Asset-Backed Securities											
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
6.3 Defined											
6.4 Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
6.5 Defined											
6.6 Other											
6.7 TOTALS											
7. Industrial & Miscellaneous (Unaffiliated), Schedules D & DA (Group 7)											
7.1 Issuer Obligations											
7.2 Single Class Mortgage-Backed/Asset-Backed Securities											
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
7.3 Defined											
7.4 Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
7.5 Defined											
7.6 Other											
7.7 TOTALS											
8. Credit Tenant Loans, Schedules D & DA (Group 8)											
8.1 Issuer Obligations											
8.7 TOTALS											
9. Parent, Subsidiaries and Affiliates, Schedules D & DA (Group 9)											
9.1 Issuer Obligations											
9.2 Single Class Mortgage-Backed/Asset-Backed Securities											
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
9.3 Defined											
9.4 Other											
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
9.5 Defined											
9.6 Other											
9.7 TOTALS											

NONE

SCHEDULE D - PART 1A - SECTION 2 (Continued)

Maturity Distribution of All Bonds Owned December 31, At Book/Adjusted Carrying Values by Major Type and Subtype of Issues

	1	2	3	4	5	6	7	8	9	10	11
	1 Year or Less	Over 1 Year Through 5 Years	Over 5 Years Through 10 Years	Over 10 Years Through 20 Years	Over 20 Years	Total Current Year	Column 6 as a % of Line 10.7	Total From Column 6 Prior Year	% From Column 7 Prior Year	Total Publicly Traded	Total Privately Placed
10. Total Bonds Current Year											
10.1 Issuer Obligations	70,368,443	19,596,674				89,965,117	100.00	XXX	XXX	89,965,117	
10.2 Single Class Mortgage-Backed/Asset-Backed Securities								XXX	XXX		
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
10.3 Defined								XXX	XXX		
10.4 Other								XXX	XXX		
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
10.5 Defined								XXX	XXX		
10.6 Other								XXX	XXX		
10.7 TOTALS	70,368,443	19,596,674				89,965,117	100.00	XXX	XXX	89,965,117	
10.8 Line 10.7 as a % of Column 6	78.22	21.78				100.00	XXX	XXX	XXX	100.00	
11. Total Bonds Prior Year											
11.1 Issuer Obligations						XXX	XXX				
11.2 Single Class Mortgage-Backed/Asset-Backed Securities						XXX	XXX				
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
11.3 Defined						XXX	XXX				
11.4 Other						XXX	XXX				
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
11.5 Defined						XXX	XXX				
11.6 Other						XXX	XXX				
11.7 TOTALS						XXX	XXX		XXX		
11.8 Line 11.7 as a % of Column 8						XXX	XXX		XXX		
12. Total Publicly Traded Bonds											
12.1 Issuer Obligations	70,368,443	19,596,674				89,965,117	100.00			89,965,117	XXX
12.2 Single Class Mortgage-Backed/Asset-Backed Securities											XXX
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
12.3 Defined											XXX
12.4 Other											XXX
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
12.5 Defined											XXX
12.6 Other											XXX
12.7 TOTALS	70,368,443	19,596,674				89,965,117	100.00			89,965,117	XXX
12.8 Line 12.7 as a % of Column 6	78.22	21.78				100.00	XXX	XXX	XXX	100.00	XXX
12.9 Line 12.7 as a % of Line 10.7, Column 6, Section 10	78.22	21.78				100.00	XXX	XXX	XXX	100.00	XXX
13. Total Privately Placed Bonds											
13.1 Issuer Obligations										XXX	
13.2 Single Class Mortgage-Backed/Asset-Backed Securities										XXX	
MULTI-CLASS RESIDENTIAL MORTGAGE-BACKED SECURITIES:											
13.3 Defined										XXX	
13.4 Other										XXX	
MULTI-CLASS COMMERCIAL MORTGAGE-BACKED/ASSET-BACKED SECURITIES:											
13.5 Defined										XXX	
13.6 Other										XXX	
13.7 TOTALS										XXX	
13.8 Line 13.7 as a % of Column 6										XXX	
13.9 Line 13.7 as a % of Line 10.7, Column 6, Section 10										XXX	

SCHEDULE DA - PART 2

Verification of SHORT-TERM INVESTMENTS Between Years

	1	2	3	4	5
	Total	Bonds	Mortgage Loans	Other Short-term Investment Assets (a)	Investments in Parent, Subsidiaries and Affiliates
1. Book/adjusted carrying value, December 31 of prior year	414,215,640	414,215,640			
2. Cost of short-term investments acquired	129,079	129,079			
3. Increase (decrease) by adjustment					
4. Increase (decrease) by foreign exchange adjustment					
5. Total profit (loss) on disposal of short-term investments	348,474,726	348,474,726			
6. Consideration received on disposal of short-term investments	65,869,993	65,869,993			
7. Book/adjusted carrying value, current year	65,869,993	65,869,993			
8. Total valuation allowance					
9. Subtotal (Lines 7 plus 8)	65,869,993	65,869,993			
10. Total nonadmitted amounts					
11. Statement value (Lines 9 minus 10)	65,869,993	65,869,993			
12. Income collected during year	1,694,599	1,694,599			
13. Income earned during year	1,945,637	1,945,637			

(a) Indicate the category of such assets, for example, joint ventures, transportation equipment: 0

40	Schedule DB Part A Verification	NONE
40	Schedule DB Part B Verification	NONE
41	Schedule DB Part C Verification	NONE
41	Schedule DB Part D Verification	NONE
41	Schedule DB Part E Verification	NONE
42	Schedule DB Part F Sn 1 - Sum Replicated Assets	NONE
43	Schedule DB Part F Sn 2 - Recon Replicated Assets	NONE
44	Schedule S - Part 1 - Section 2	NONE
45	Schedule S - Part 2	NONE
46	Schedule S - Part 3 - Section 2	NONE
47	Schedule S - Part 4	NONE
48	Schedule S - Part 5	NONE
49	Schedule S - Part 6	NONE

SCHEDULE T - PREMIUMS AND OTHER CONSIDERATIONS ALLOCATED BY STATES AND TERRITORIES

1	2	Direct Business Only							9
		3	4	5	6	7	8		
State, Etc.	Is Insurer Licensed (Yes or No)	Accident & Health Premiums	Medicare Title XVIII	Medicaid Title XIX	Federal Employees Health Benefits Program Premiums	Life & Annuity Premiums & Other Considerations	Property/ Casualty Premiums	Total Columns 2 Through 7	Deposit - Type Contracts
1. Alabama (AL)	No								
2. Alaska (AK)	No								
3. Arizona (AZ)	No								
4. Arkansas (AR)	No								
5. California (CA)	No								
6. Colorado (CO)	No								
7. Connecticut (CT)	No								
8. Delaware (DE)	No								
9. District of Columbia (DC)	No								
10. Florida (FL)	No								
11. Georgia (GA)	No								
12. Hawaii (HI)	No								
13. Idaho (ID)	No								
14. Illinois (IL)	No								
15. Indiana (IN)	No								
16. Iowa (IA)	No								
17. Kansas (KS)	No								
18. Kentucky (KY)	No								
19. Louisiana (LA)	No								
20. Maine (ME)	No								
21. Maryland (MD)	No								
22. Massachusetts (MA)	No								
23. Michigan (MI)	No								
24. Minnesota (MN)	No								
25. Mississippi (MS)	No								
26. Missouri (MO)	No								
27. Montana (MT)	No								
28. Nebraska (NE)	No								
29. Nevada (NV)	No								
30. New Hampshire (NH)	No								
31. New Jersey (NJ)	No								
32. New Mexico (NM)	No								
33. New York (NY)	No								
34. North Carolina (NC)	No								
35. North Dakota (ND)	No								
36. Ohio (OH)	No								
37. Oklahoma (OK)	No								
38. Oregon (OR)	No								
39. Pennsylvania (PA)	No								
40. Rhode Island (RI)	No								
41. South Carolina (SC)	No								
42. South Dakota (SD)	No								
43. Tennessee (TN)	Yes			382,864,891				382,864,891	
44. Texas (TX)	No								
45. Utah (UT)	No								
46. Vermont (VT)	No								
47. Virginia (VA)	No								
48. Washington (WA)	No								
49. West Virginia (WV)	No								
50. Wisconsin (WI)	No								
51. Wyoming (WY)	No								
52. American Samoa (AS)	No								
53. Guam (GU)	No								
54. Puerto Rico (PR)	No								
55. U.S. Virgin Islands (VI)	No								
56. Northern Marianas Islands (MP)	No								
57. Canada (CN)	No								
58. Aggregate other alien (OT)	X X X								
59. Subtotal	X X X			382,864,891				382,864,891	
60. Reporting entity contributions for Employee Benefit Plans	X X X								
61. TOTAL (Direct Business)	(a) ... 1			382,864,891				382,864,891	

DETAILS OF WRITE-INS

5801.	X X X								
5802.	X X X								
5803.	X X X								
5898. Summary of remaining write-ins for Line 58 from overflow page	X X X								
5899. TOTALS (Lines 5801 through 5803 plus 5898) (Line 58 above)	X X X								

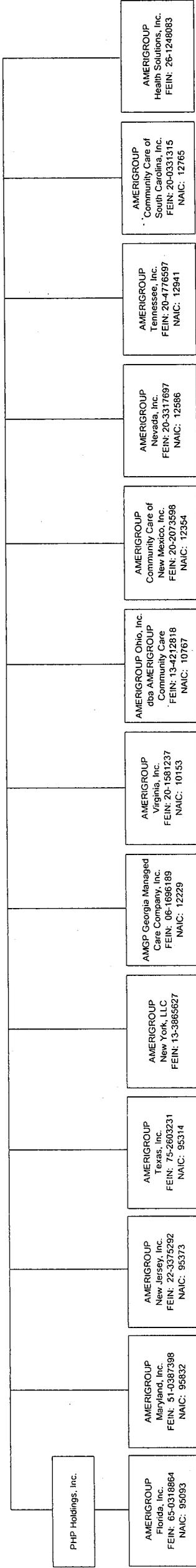
(a) Insert the number of yes responses except for Canada and Other Alien.
Explanation of basis of allocation of premiums by states, etc.:

SCHEDULE T - PART 2
INTERSTATE COMPACT - EXHIBIT OF PREMIUMS WRITTEN
ALLOCATED BY STATES AND TERRITORIES

Direct Business only						
States, Etc.	1 Life (Group and Individual)	2 Annuities (Group and Individual)	3 Disability Income (Group and Individual)	4 Long-Term Care (Group and Individual)	5 Deposit-Type Contracts	6 Totals
1. Alabama (AL)						
2. Alaska (AK)						
3. Arizona (AZ)						
4. Arkansas (AR)						
5. California (CA)						
6. Colorado (CO)						
7. Connecticut (CT)						
8. Delaware (DE)						
9. District of Columbia (DC)						
10. Florida (FL)						
11. Georgia (GA)						
12. Hawaii (HI)						
13. Idaho (ID)						
14. Illinois (IL)						
15. Indiana (IN)						
16. Iowa (IA)						
17. Kansas (KS)						
18. Kentucky (KY)						
19. Louisiana (LA)						
20. Maine (ME)						
21. Maryland (MD)						
22. Massachusetts (MA)						
23. Michigan (MI)						
24. Minnesota (MN)						
25. Mississippi (MS)						
26. Missouri (MO)						
27. Montana (MT)						
28. Nebraska (NE)						
29. Nevada (NV)						
30. New Hampshire (NH)						
31. New Jersey (NJ)						
32. New Mexico (NM)						
33. New York (NY)						
34. North Carolina (NC)						
35. North Dakota (ND)						
36. Ohio (OH)						
37. Oklahoma (OK)						
38. Oregon (OR)						
39. Pennsylvania (PA)						
40. Rhode Island (RI)						
41. South Carolina (SC)						
42. South Dakota (SD)						
43. Tennessee (TN)						
44. Texas (TX)						
45. Utah (UT)						
46. Vermont (VT)						
47. Virginia (VA)						
48. Washington (WA)						
49. West Virginia (WV)						
50. Wisconsin (WI)						
51. Wyoming (WY)						
52. American Samoa (AS)						
53. Guam (GU)						
54. Puerto Rico (PR)						
55. U.S. Virgin Islands (VI)						
56. Northern Mariana Islands (MP)						
57. Canada (CN)						
58. Aggregate other alien (OT)						
59. TOTALS						

NONE

SCHEDULE Y - INFORMATION CONCERNING ACTIVITIES OF INSURER
MEMBERS OF A HOLDING COMPANY GROUP
PART 1 - ORGANIZATIONAL CHART
 AMERIGROUP Corporation



SCHEDULE Y (Continued)
PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

1	2	3	4	5	6	7	8	9	10	11	12	13
NAIC Company Code	Federal ID Number	Names of Insurers and Parent, Subsidiaries or Affiliates	Shareholder Dividends	Capital Contributions	Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	Income/(Disbursements) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	Management Agreements and Service Contracts	Income/(Disbursements) Incurred Under Reinsurance Agreements	*	Any Other Material Activity not in the Ordinary Course of the Insurer's Business	Totals	Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/ (Liability)
95373	22-3375292	AMERIGROUP New Jersey, Inc.	(6,978,000)	346,991			(16,678,244)				(23,309,253)	
95314	75-2603231	AMERIGROUP Texas, Inc.	(21,000,000)	309,013			(106,893,738)				(127,584,725)	
95832	51-0387398	AMERIGROUP Maryland, Inc.	(17,562,360)	143,779			(38,983,150)				(56,401,731)	
95093	65-0318864	AMERIGROUP Florida, Inc.		321,477	(5,900,000)		(30,657,765)				(36,236,308)	
10767	13-4212818	AMERIGROUP Ohio, Inc.		10,072,926			(10,419,814)				(346,888)	
10153	20-1581237	AMERIGROUP Virginia, Inc.	(5,000,000)	25,604			(4,351,569)				(9,325,965)	
12354	20-2073598	AMERIGROUP Community Care of New Mexico, Inc.		207,307							207,307	
12586	20-3317697	AMERIGROUP Nevada, Inc.		1,192,269							1,192,269	
12765	20-0331315	AMERIGROUP Community Care of South Carolina, Inc.		3,225,535			(1,826)				3,223,709	
12229	06-1696189	AMGP Georgia Managed Care Company, Inc.		21,138,746			(37,901,505)				(16,762,759)	
12941	20-4776597	AMERIGROUP Tennessee, Inc.		66,614,358			(25,461,567)				41,152,791	
	13-3865627	AMERIGROUP New York, LLC		50,714			(8,337,072)				(8,286,358)	
	26-1248083	AMERIGROUP Health Solutions, Inc.					(305,480)				(305,480)	
	54-1739323	AMERIGROUP Corporation	50,540,360	(103,648,719)	5,900,000		279,991,750				232,783,391	
9999999	Totals								X X X			

Schedule Y Part 2 Explanation:

SUPPLEMENTAL EXHIBITS AND SCHEDULES INTERROGATORIES

Response

The following supplemental reports are required to be filed as part of your statement filing unless specifically waived by the domiciliary state. However, in the event that your domiciliary state waives the filing requirement, your response of WAIVED to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason, enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

MARCH FILING

- | | |
|---|-----|
| 1. Will the Supplemental Compensation Exhibit be filed with the state of domicile by March 1? | Yes |
| 2. Will an actuarial opinion be filed by March 1? | Yes |
| 3. Will the confidential Risk-based Capital Report be filed with the NAIC by March 1? | Yes |
| 4. Will the confidential Risk-based Capital Report be filed with the state of domicile, if required by March 1? | Yes |

APRIL FILING

- | | |
|--|-----|
| 5. Will Management's Discussion and Analysis be filed by April 1? | Yes |
| 6. Will the Supplemental Investment Risks Interrogatories be filed by April 1? | Yes |
| 7. Will the Accident and Health Policy Experience Exhibit be filed by April 1? | Yes |

JUNE FILING

- | | |
|---|-----|
| 8. Will an audited financial report be filed by June 1? | Yes |
|---|-----|

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but it is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

MARCH FILING

- | | |
|---|----|
| 9. Will the Medicare Supplement Insurance Experience Exhibit be filed with the state of domicile and the NAIC by March 1? | No |
| 10. Will the Supplemental Life data due March 1 be filed with the state of domicile and the NAIC? | No |
| 11. Will the Supplemental Property/Casualty data due March 1 be filed with the state of domicile and the NAIC? | No |
| 12. Will Schedule SIS (Stockholder Information Supplement) be filed with the state of domicile by March 1? | No |
| 13. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC by March 1? | No |

APRIL FILING

- | | |
|---|----|
| 14. Will the Long-Term Care Experience Reporting Forms be filed with the state of domicile and the NAIC by April 1? | No |
| 15. Will the Supplemental Life data due April 1 be filed with the state of domicile and the NAIC? | No |
| 16. Will the Supplemental Property/Casualty Insurance Expense Exhibit due April 1 be filed with any state that requires it, and, if so, the NAIC? | No |

Explanations:

Bar Codes:

Medicare Supplement Insurance Experience Exhibit



Health Life Supplement



Health Property / Casualty Supplement



Schedule SIS



Medicare Part D Coverage Supplement



LTC Experience Reporting Form C



Health Life Supplement - LHA Guaranty Association Reconciliation



Health Property / Casualty Supplement



NONE

E01 Schedule A - Part 1 Real Estate Owned NONE

E02 Schedule A - Part 2 Real Estate Acquired NONE

E03 Schedule A - Part 3 Real Estate Sold NONE

E04 Schedule B - Part 1 Mortgage Loans Owned NONE

E05 Schedule B - Part 2 Mortgage Loans Sold NONE

E06 Schedule BA - Part 1 Invested Assets Owned NONE

E07 Schedule BA - Part 2 Invested Assets Sold NONE

SCHEDULE D - PART 1

Showing all Long-Term BONDS Owned December 31 of Current Year

1 CUSIP Identifi- cation	2 Description	3 Codes			6 NAIC Desig- nation	7 Actual Cost	8 Rate Used to Obtain Fair Value		9 Fair Value		10 Par Value	11 Book/ Adjusted Carrying Value	12 Unrealized Valuation Increase/ (Decrease)	13 Current Year's (Amortization) Accretion	14 Current Year's Other Than Temporary Impairment Recognized	15 Total Foreign Exchange Change in B/A.C.V.	16 Rate of	17 Effective Rate of Interest	18 How Paid	19 Admitted Amount Due and Accrued	20 Gross Amount Received During Year	Dates	
		4 F O R E I G N	5 B O N D C H A R	8 Rate Used to Obtain Fair Value			9 Fair Value	21 Acquired	22 Maturity														
U.S. Governments - Issuer Obligations																							
3133X-HAD4	Federal Home Loan Bank	SD	1	1	3,200,000	100.6250	3,220,000	3,200,000	3,200,000	3,200,000	3,200,000	3,200,000					5.260	5.319	AO	99,667	168,000	03/05/2007	10/06/2011
3133X-LNS8	Federal Home Loan Bank		1	1	2,000,000	100.0310	2,000,620	2,000,000	2,000,000	2,000,000	2,000,000	2,000,000					5.300	5.370	JJ	47,994		07/18/2007	07/18/2008
3133X-LOY2	Federal Home Loan Bank		1	1	2,487,175	100.3750	2,509,375	2,500,000	2,486,480	2,500,000	2,486,480	2,500,000	1,275				5.125	5.311	JJ	58,724		07/16/2007	07/16/2008
3128X-G3W0	Federal Home Loan Mortgage Corp.		1	1	2,000,000	100.6360	2,016,720	2,000,000	2,000,000	2,000,000	2,000,000	2,000,000					5.400	5.473	JJ	49,500		07/23/2007	07/16/2009
3128X-G3V6	Federal Home Loan Mortgage Corp.		1	1	2,000,000	100.0790	2,001,980	2,000,000	2,000,000	2,000,000	2,000,000	2,000,000					5.350	5.422	JJ	46,961		07/23/2007	01/23/2009
3128X-BHM1	Federal Home Loan Mortgage Corp.		1	1	2,500,000	100.1270	2,503,775	2,500,000	2,500,000	2,500,000	2,500,000	2,500,000					5.650	5.730	JJ	59,247		07/30/2007	07/30/2012
3128X-BWLC	Federal Home Loan Mortgage Corp.		1	1	3,397,960	100.1470	3,404,998	3,400,000	3,397,964	3,400,000	3,397,964	3,400,000	4				4.750	4.826	JD	3,140		12/28/2007	06/24/2011
31396A-HNS	Federal Nat'l Mortgage Assoc.	SD	1	1	5,000,000	100.6880	5,034,400	5,000,000	5,000,000	5,000,000	5,000,000	5,000,000					5.000	5.063	AO	52,778		10/17/2007	10/15/2010
31359A-M2AU	Federal National Mortgage Assoc.		1	1	1,498,125	100.3130	1,504,695	1,500,000	1,498,710	1,500,000	1,498,710	1,500,000	585				5.200	5.317	MN	8,883		01/30/2007	11/20/2009
0199999 Subtotal - U.S. Governments - Issuer Obligations					24,093,260	X X X	24,195,563	24,100,000	24,095,124	24,100,000	24,095,124	24,095,124	1,864				X X X	X X X	X X X	366,894	78,000	X X X	X X X
0399999 Subtotal - U.S. Governments					24,093,260	X X X	24,195,563	24,100,000	24,095,124	24,100,000	24,095,124	24,095,124	1,864				X X X	X X X	X X X	366,894	246,000	X X X	X X X
5499999 Subtotal - Issuer Obligations					24,093,260	X X X	24,195,563	24,100,000	24,095,124	24,100,000	24,095,124	24,095,124	1,864				X X X	X X X	X X X	366,894	246,000	X X X	X X X
6099999 Grand Total - Bonds					24,093,260	X X X	24,195,563	24,100,000	24,095,124	24,100,000	24,095,124	24,095,124	1,864				X X X	X X X	X X X	366,894	246,000	X X X	X X X

E09 Schedule D - Part 2 Sn 1 Prfrd Stocks Owned **NONE**

E10 Schedule D - Part 2 Sn 2 Common Stocks Owned **NONE**

SCHEDULE D - PART 3

Showing All Long-Term Bonds and Stocks ACQUIRED During Current Year

1	2	3	4	5	6	7	8	9
CUSIP Identification	Description	Foreign	Date Acquired	Name of Vendor	Number of Shares of Stock	Actual Cost	Par Value	Paid for Accrued Interest and Dividends
Bonds - U.S. Governments								
3133XHADA	Federal Home Loan Bank		03/05/2007	Suntrust	XXX	3,200,000	3,200,000.00	69,533
3133XLNS8	Federal Home Loan Bank		07/19/2007	Suntrust	XXX	2,000,000	2,000,000.00	
3133XLOY2	Federal Home Loan Bank		07/16/2007	UBS	XXX	2,497,175	2,500,000.00	
3128X6GW0	Federal Home Loan Mortgage Corp.		07/16/2007	UBS	XXX	2,000,000	2,000,000.00	
3128X6GY6	Federal Home Loan Mortgage Corp.		07/23/2007	UBS	XXX	2,000,000	2,000,000.00	
3128X6HM1	Federal Home Loan Mortgage Corp.		07/30/2007	UBS	XXX	2,500,000	2,500,000.00	
3128X6WL6	Federal Home Loan Mortgage Corp.		12/28/2007	UBS	XXX	3,397,960	3,400,000.00	1,794
31398AHN5	Federal Nat'l Mortgage Assoc.		10/17/2007	UBS	XXX	5,000,000	5,000,000.00	1,389
31359M2A0	Federal National Mortgage Assoc.		01/30/2007	Merrill Lynch	XXX	1,496,125	1,500,000.00	15,167
0399999	Subtotal - Bonds - U.S. Governments					24,093,260	24,100,000.00	87,883
6099997	Subtotal - Bonds - Part 3					24,093,260	24,100,000.00	87,883
6099998	Summary item from Part 5 for Bonds					10,975,612	11,000,000.00	77,490
6099999	Subtotal - Bonds					35,068,872	35,100,000.00	165,373
6599998	Summary item from Part 5 for Preferred Stocks						XXX	
7299998	Summary item from Part 5 for Common Stocks						XXX	
7399999	Subtotal - Preferred and Common Stocks						XXX	
7499999	Totals					35,068,872	XXX	165,373

SCHEDULE D - PART 4

Showing All Long-Term Bonds and Stocks SOLD, REDEEMED, or Otherwise DISPOSED OF During Current Year

1 CUSIP Identification	2 Description	3 F o r e i g n	4 Disposal Date	5 Name of Purchaser	6 Number of Shares of Stock	7 Consideration	8 Par Value	9 Actual Cost	10 Prior Year Book/Adjusted Carrying Value	Change in Book/Adjusted Carrying Value				16 Book/Adjusted Carrying Value at Disposal Date	17 Foreign Exchange Gain (Loss) on Disposal	18 Realized Gain (Loss) on Disposal	19 Total Gain (Loss) on Disposal	20 Bond Interest/ Stock Dividends Received During Year	21 Maturity Date
										11 Unrealized Valuation Increase/ (Decrease)	12 Current Year (Amortization) Accretion	13 Current Year's Other Than Temporary Impairment Recognized	14 Total Change in B./A.C.V. (Cols. 11+12-13)						
6099998	Summary Item from Part 5 for Bonds					11,000,000	11,000,000.00	10,975,612				5,432				18,956	18,956	356,500	. X X X
6599998	Summary Item from Part 5 for Preferred Stocks						X X X												. X X X
7299998	Summary Item from Part 5 for Common Stocks						X X X												. X X X
7399999	Subtotal - Preferred and Common Stocks						X X X	10,975,612								18,956	18,956	356,500	. X X X
7499999	Totals					11,000,000	X X X	10,975,612				5,432				18,956	18,956	356,500	. X X X

SCHEDULE D - PART 5

Showing All Long-Term Bonds and Stocks ACQUIRED During Year and Fully DISPOSED OF During Current Year

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15	16	17	18	19	20	21
CUSIP Identification	Description	FIGN	Date Acquired	Name of Vendor	Disposal Date	Name of Purchaser	Par Value (Bonds) Number of Shares (Stock)	Actual Cost	Consideration	Book/Adjusted Carrying Value at Disposal Date	Unrealized Valuation Increase/ (Decrease)	Current Year's (Amortization) Accretion	Current Year's Other Than Temporary Impairment Recognized	Total Change in B./A.C.V. (Col. 12+ 13-14)	Total Foreign Exchange Change in B./A.C.V.	Foreign Exchange Gain (Loss) on Disposal	Realized Gain (Loss) on Disposal	Total Gain (Loss) on Disposal	Interest and Dividends Received During Year	Paid for Accrued Interest and Dividends
Bonds - U.S. Governments																				
3133XLP11	Federal Home Loan Bank		07/23/2007	UBS	10/23/2007	CALLED @ 100,000,000	3,000,000,000	3,000,000	3,000,000	3,000,000									40,875	
3133XLYB3	Federal Home Loan Bank		08/20/2007	Merrill Lynch	11/20/2007	CALLED @ 100,000,000	2,000,000,000	1,999,500	2,000,000	1,999,622		122		122			378	378	26,875	
3128X4TB7	Federal Home Loan Mortgage Corp.		03/05/2007	Suntrust	11/01/2007	CALLED @ 100,000,000	3,000,000,000	2,988,300	3,000,000	2,990,246		1,946		1,946			9,754	9,754	150,000	51,667
3136F6RP6	Federal Nat'l Mortgage Assoc.		03/05/2007	Merrill Lynch	12/28/2007	CALLED @ 100,000,000	3,000,000,000	2,987,812	3,000,000	2,991,176		3,364		3,364			8,824	8,824	138,750	25,823
0399999	Subtotal - Bonds - U.S. Governments						11,000,000,000	10,975,612	11,000,000	10,981,044		5,432		5,432			18,956	18,956	356,500	77,490
6099998	Subtotal - Bonds						11,000,000,000	10,975,612	11,000,000	10,981,044		5,432		5,432			18,956	18,956	356,500	77,490
7499999	Totals							10,975,612	11,000,000	10,981,044		5,432		5,432			18,956	18,956	356,500	77,490

SCHEDULE D - PART 6 - SECTION 1

Valuation of Shares of Subsidiary, Controlled or Affiliated Companies

1 CUSIP Identification	2 Description Name of Subsidiary, Controlled or Affiliated Company	3 Foreign	4 NAIC Company Code or Alien Insurer Identification Number	5 NAIC Valuation Method (See SVO Purposes and Procedures manual)	6 Do Insurer's Admitted Assets Include Intan- gible Assets connected with Holding of Such Company's Stock?	7 Total Amount of Such Intangible Assets	8 Book/Adjusted Carrying Value	Stock of Such Company Owned by Insurer on Statement Date	
								9 Number of Shares	10 % of Outstanding
NONE									
1999999 Total - Preferred and Common Stocks								XXX	XXX

1. Amount of insurer's capital and surplus from the prior period's statutory statement reduced by any admitted EDP, goodwill and net deferred tax assets included therein: \$.....0.
2. Total amount of intangible assets nonadmitted \$.....0.

SCHEDULE D - PART 6 - SECTION 2

1 CUSIP Identification	2 Name of Lower-tier Company	3 Name of Company Listed in Section 1 Which Controls Lower-tier Company	4 Total Amount of Intangible Assets Included in Amount Shown in Column 7, Section 1	Stock in Lower-tier Company Owned Indirectly by Insurer on Statement Date	
				5 Number of Shares	6 % of Outstanding
NONE					
0399999 Total - Preferred and Common Stocks				XXX	XXX

SCHEDULE DA - PART 1

Showing all SHORT-TERM INVESTMENT Owned December 31 of Current Year

1 Description	Codes		4 Date Acquired	5 Name of Vendor	6 Maturity Date	7 Book/ Adjusted Carrying Value	Change in Book/Adjusted Carrying Value				12 Par Value	13 Actual Cost	14 Amount Due and Accrued Current Year on Bonds Not in Default	Interest			20 Paid For Accrued Interest	
	2	3					8 Unrealized Valuation Increase/ (Decrease)	9 Current Year's (Amortization) Accretion	10 Current Year's Other Than Temporary Impairment Recognized	11 Total Foreign Exchange Change in B./A.C.V.				15 Non-Admitted Due and Accrued	16 Rate of	17 Effective Rate of		18 How Paid
U.S. Governments - Issuer Obligations																		
Federal Home Loan Bank			07/27/2007	UBS	02/27/2008	2,999,410					3,000,000	2,999,850	67,503		5.260	5.327	MAT	
0199999 Subtotal - U.S. Governments - Issuer Obligations						2,999,410		(440)			3,000,000	2,999,850	67,503		XXX	XXX	XXX	
0399999 Subtotal - U.S. Government Bonds						2,999,410		(440)			3,000,000	2,999,850	67,503		XXX	XXX	XXX	
Industrial & Miscellaneous (Unaffiliated) - Issuer Obligations																		
GECC			10/11/2007	UBS	02/22/2008	3,971,488		44,145			4,000,000	3,973,342				5.048	MAT	
HSBC			10/11/2007	UBS	01/30/2008	3,984,099		44,285			4,000,000	3,939,813				5.040	MAT	
3999999 Subtotal - Industrial & Miscellaneous (Unaffiliated)						7,955,587		88,430			8,000,000	7,867,155			XXX	XXX	XXX	
4599999 Subtotal - Industrial & Miscellaneous (Unaffiliated)						7,955,587		88,430			8,000,000	7,867,155			XXX	XXX	XXX	
5499999 Subtotal - Issuer Obligations						10,954,997		87,950			11,000,000	10,867,005	67,503		XXX	XXX	XXX	
6099999 Subtotal - Bonds						10,954,997		87,950			11,000,000	10,867,005	67,503		XXX	XXX	XXX	
7799999 Subtotal - Parent, Subsidiaries and Affiliates											XXX				XXX	XXX	XXX	
Exempt Money Market Mutual Funds																		
First American Treasury Fund			12/28/2007	U.S. Bank	12/31/2008	6,550,962						6,550,962	11,175					
7999999 Subtotal - Exempt Money Market Mutual Funds						6,550,962						6,550,962	11,175		XXX	XXX	XXX	
Class One Money Market Mutual Funds																		
Evergreen Institutional MM Fund			12/28/2007	U.S. Bank	12/31/2008	48,364,034						48,364,034	202,360					1,535,520
8099999 Subtotal - Class One Money Market Mutual Funds						48,364,034					XXX	48,364,034	202,360		XXX	XXX	XXX	1,535,520
8299999 Total Short-term Investments						65,869,993		87,990			XXX	65,782,001	281,038		XXX	XXX	XXX	1,535,520